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EDWARD M. WOODWARD, SR. (1921-2000)

August 10, 2005

2005-244C

The Honorable Charles L. A. Terreni Executive Director Public Service Commission of South Carolina Post Office Drawer 11649 Columbia, SC 29211



Re:

Notification of the sale of certain assets used in the directory assistance and operator services business

Dear Mr. Terreni:

MCI, Inc., by its undersigned counsel, and on behalf of its subsidiary MCI WorldCom Communications, Inc. (collectively with MCI, Inc., "MCI"), hereby respectfully notifies the South Carolina Public Service Commission (the "Commission") of the transfer to vCustomer Corporation ("vCustomer") of certain assets of MCI related to its directory assistance and operator services business. The transferred assets will include call centers. No assets located in South Carolina are being transferred as part of this transaction and no customers will be impacted. Following the sale of these assets, through various operating subsidiaries, MCI, Inc. will continue to provide interstate, intrastate and local telecommunications services. Further details concerning the benefits of this transaction are set forth below.

## I. PARTIES TO THE TRANSACTION

MCI, Inc. is a corporation created and existing under the laws of the State of Delaware, with its principal office located at 22001 Loudoun County Parkway, Ashburn, Virginia 20147. Through various operating subsidiaries, including MCI WorldCom Communications, Inc., MCI, Inc. provides international and domestic interstate, intrastate and local telecommunications services. Additional information about MCI, Inc. is available at <a href="https://www.mci.com">www.mci.com</a>.

vCustomer is a corporation created and existing under the laws of the State of Washington with its principal office located at 520 Kirkland Way, Kirkland, Washington 98033. vCustomer provides business process services, as well as contact center and technology support services. Additional information about vCustomer is available at www.vcustomer.com.

#### II. CONTACT INFORMATION

Correspondence concerning this notification may be directed to:

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### With a copy to:

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#### III. DESCRIPTION OF THE TRANSACTION

On April 15, 2005, MCI entered into an Asset Purchase Agreement with vCustomer (the "Agreement") whereby MCI agreed to sell, and vCustomer agreed to purchase, certain assets of MCI related to its directory assistance and operator services business.

MCI is selling call centers and certain equipment and information technology used for the provision of directory assistance and operator services to vCustomer. These assets are not necessary or useful to the performance of MCI's South Carolina public service duties and no

assets located in South Carolina will be impacted by the sale. MCI is not selling its directory assistance and operator services databases to vCustomer.

Under the terms of the Agreement, MCI WorldCom Communications, Inc.'s employees who are actively employed in the directory assistance and operator services businesses on the closing date who become employees of vCustomer will be offered employment and benefits similar to those currently offered by MCI WorldCom Communications, Inc.

#### IV. EFFECT OF THE TRANSACTION

This transaction is part of MCI's ongoing strategy to simplify and focus its business. South Carolina consumers will benefit because MCI's resources will be better directed toward providing high-quality, high-value products and services. The transaction will not impact customer service quality. Pursuant to an exclusive services agreement with vCustomer, MCI will continue to provide directory assistance and operator services in the state under rates, terms and conditions approved by this Commission.

## V. CONCLUSION

MCI respectfully submits that the public interest would be furthered by this transaction. An original and the requisite number of copies of this notification are enclosed. MCI respectfully requests that the enclosed extra copy of this filing be date-stamped and returned in the attached self-addressed, stamped envelope. Further information regarding the transaction is available upon request.

Respectfully submitted,

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